

**IN THE UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

**GEORGIA-PACIFIC CONSUMER
PRODUCTS LP,
FORT JAMES CORPORATION, and
GEORGIA-PACIFIC LLC**

Plaintiffs,

v.

**NCR CORPORATION,
INTERNATIONAL PAPER CO.,
and WEYERHAEUSER CO.,**

Defendants.

No: 1:11-cv-00483

Judge Robert J. Jonker

DECLARATION OF GEORGE P. SIBLEY, III

I, GEORGE P. SIBLEY, III, hereby declare and state as follows:

1. I am a partner in the law firm of Hunton & Williams LLP and one of the attorneys for Georgia-Pacific Consumer Products, LP, Fort James Corporation and Georgia-Pacific LLC (collectively “Georgia-Pacific”), Plaintiffs in the above-captioned matter. Unless stated upon information and belief, I have personal knowledge of the matters set forth herein, and if called to testify, I could and would competently testify thereto.

2. I submit this declaration in support of Georgia-Pacific’s motion for summary judgment (Doc. No. 237) and Georgia-Pacific’s response to International Paper’s motion for summary judgment (Doc. No. 242).

3. Certain documents authenticated in this Declaration were produced in this litigation. Those exhibits are identified below by reference to the production number given to such documents. Where that is not the case with respect to a particular exhibit, the source of the

document is referenced below. The documents with production numbers beginning with “KZ” were produced by Georgia-Pacific. The documents with production numbers beginning with “IPC” were produced by International Paper. And the documents with production numbers beginning with “NCRKZOO” were produced by NCR Corporation.

4. Certain of the documents referenced in Paragraph 3 of this Declaration that Georgia-Pacific produced in this case are materials from prior CERCLA litigation relating to the Kalamazoo River Superfund Site, *Kalamazoo River Study Group v. Rockwell Int’l, et al.*, No. 1:95-CV-838 (W.D. Mich.) (*KRSG Lawsuit*). These materials include (a) documents that, based on a review of Georgia-Pacific’s files and those of other counsel to parties in the *KRSG Lawsuit*, were produced in the *KRSG Lawsuit*; and (b) copies of transcripts of depositions taken in the *KRSG Lawsuit*. Other documents referenced in Paragraph 3 of this Declaration are copies of transcripts of depositions taken in an insurance coverage lawsuit brought by a successor to Allied Paper Corporation, HM Holdings, Inc., *HM Holdings v. Lumbermen’s Mutual Casualty Co.*, No. L-96187-87 (“*HM Holdings Lawsuit*”). All of the documents referenced in this paragraph bear production numbers beginning with “KZ-KRSG.”

5. The statement that a document is a “true and correct copy” refers to a true and correct copy of the document as it was produced by or to Georgia-Pacific in the litigation.

6. Georgia-Pacific’s Exhibit 1 (*see* Doc. No. 239-1) is a true and correct copy of certain pages from a Michigan Department of Environmental Quality’s Allied Paper Inc. Operable Unit Remedial Investigation Report dated March 2008, which excerpts bear the production numbers KZ00153703 to KZ00153726.

7. Georgia-Pacific’s Exhibit 2 (*see* Doc. No. 239-1) is a true and correct copy of the Expert Report of Dr. James Farrand, with Appendices C & D attached.

8. Georgia-Pacific's Exhibit 3 (*see* Doc. No. 239-1) is a true and correct copy of certain pages from Appendix B to a 1954 Report of George A. Armstrong & Co. regarding the Kalamazoo Paper Mill, which excerpts bear the production numbers IPC 001-0014461 and IPC 001-0014527 to IPC 001-0014530.

9. Georgia-Pacific's Exhibit 4 (*see* Doc. No. 239-1) is a true and correct copy of excerpts from Defendant International Paper's Responses to Plaintiffs' First Set of Requests for Admission dated February 13, 2012.

10. Georgia-Pacific's Exhibit 5 (*see* Doc. No. 239-1) is a true and correct copy of the Affidavit of Georgia-Pacific's title examiner, Thomas Host, dated July 20, 2012.

11. Georgia-Pacific's Exhibit 5A (*see* Doc. No. 296) is a true and correct copy of the Supplemental Affidavit of Georgia-Pacific's title examiner, Thomas Host, dated August 22, 2012.

12. Georgia-Pacific's Exhibit 6 (*see* Doc. No. 239-1) is a true and correct copy of a Memorandum of Instructions for the Preparation of Papers dated April 17, 1956 which bears the production numbers IPC 002 0000342 to IPC 002 0000344.

13. Georgia-Pacific's Exhibit 7 (*see* Doc. No. 239-1) is a true and correct copy of excerpts from Meeting Minutes of the St. Regis Board of Directors dated May 16, 1956 which bear the production numbers IPC 001-0009502, IPC 001-009513 to 9515, and IPC 001-0009524.

14. Georgia-Pacific's Exhibit 8 (*see* Doc. No. 239-1) is a true and correct copy of excerpts from Meeting Minutes of the St. Regis Board of Directors dated June 20, 1956 which bear the production numbers IPC 001-0009525, IPC 001-0009529 to IPC 001-0009531.

15. Georgia-Pacific's Exhibit 9 (*see* Doc. No. 239-1 to 240-1) is a true and correct copy of an Agreement between St. Regis and Thor Corporation dated June 22, 1956 which bears

the production numbers IPC-001-0000962 to IPC-001-0000974, IPC-001-0001038 to IPC-001-0001041, IPC-001-0001042 to IPC-001-0001053, IPC-001-0001091 to IPC-001-0001125, IPC-001-0001142 to IPC-001-0001143, IPC-001-0001154, IPC-001-0001158, IPC-001-0001183 to IPC-001-0001186, IPC-001-0001190, IPC-001-1194, and IPC 002 0001402.

16. Georgia-Pacific's Exhibit 9A (*see* Doc. No. 240-2) is a true and correct copy of a Lease between St. Regis and Thor Corporation dated June 29, 1956 which bears the production numbers IPC-001-0000834 to IPC-001-000897.

17. Georgia-Pacific's Exhibit 9AA (*see* Doc. No. 240-2) is a true and correct copy of a Memorandum of Lease between St. Regis and Thor Corporation dated June 29, 1956 which bears the production numbers IPC 003-0000081 to IPC 003-0000095.

18. Georgia-Pacific's Exhibit 9B (*see* Doc. No. 240-3) is a true and correct copy of a Bill of Sale between St. Regis and Thor Corporation dated June 29, 1956 which bears the production numbers IPC-001-0000720 to IPC-001-0000759.

19. Georgia-Pacific's Exhibit 9D (*see* Doc. No. 240-3) is a true and correct copy of Bleached Kraft Pulp Contracts between St. Regis and Thor Corporation dated June 29, 1956 which bear the production numbers IPC-001-0001133 to IPC-001-0001141.

20. Georgia-Pacific's Exhibit 9E (*see* Doc. No. 240-3) is a true and correct copy of an Assignment of Contracts between St. Regis and Thor Corporation dated June 29, 1956 which bears the production numbers IPC-001-0000800 to IPC-001-0000812.

21. Georgia-Pacific's Exhibit 9F (*see* Doc. No. 240-3) is a true and correct copy of a Steam Agreement between St. Regis and Thor Corporation dated June 29, 1956 which bears the production numbers IPC 002 0000185 to IPC 002 0000199.

22. Georgia-Pacific's Exhibit 9FF (*see* Doc. No. 240-4) is a true and correct copy of a Facilities Agreement between St. Regis and Thor Corporation dated June 29, 1956 which bears the production numbers IPC-001-0000425 to IPC-001-0000444.

23. Georgia-Pacific's Exhibit 9GG (*see* Doc. No. 240-4) is a true and correct copy of a Trade Mark License between St. Regis and Thor Corporation dated June 29, 1956 which bears the production numbers IPC-001-0000703 to IPC-001-0000707.

24. Georgia-Pacific's Exhibit 9H (*see* Doc. No. 240-4) is a true and correct copy of a Deed from St. Regis to Thor Corporation dated June 29, 1956 which bears the production numbers IPC 003-0000025 to IPC 003-0000028.

25. Georgia-Pacific's Exhibit 9I (*see* Doc. No. 240-4) is a true and correct copy of a Sub-Lease between St. Regis and Thor Corporation dated June 29, 1956 which bears the production numbers IPC-001-0000708 to IPC-001-0000713.

26. Georgia-Pacific's Exhibit 9J (*see* Doc. No. 240-4) is a true and correct copy of a Railroad Spurs and Siding Agreement between St. Regis and Thor Corporation dated June 29, 1956 which bears the production numbers IPC-001-0000693 to IPC-001-0000697.

27. Georgia-Pacific's Exhibit 10 (*see* Doc. No. 240-4) is a true and correct copy of certain pages from the 1956 Annual Report for St. Regis, which bear the production numbers IPC 001-0001612 to IPC 001-0001613 and IPC 001-0001622.

28. Georgia-Pacific's Exhibit 11 (*see* Doc. No. 240-4) is a true and correct copy of certain pages from a Securities and Exchange Commission Form S-1 Registration Statement for St. Regis dated November 12, 1959, which excerpts bear the production numbers IPC 001-0015199 to IPC 001-0015202 and IPC 001-0015209.

29. Georgia-Pacific's Exhibit 12 (*see* Doc. No. 240-4) is a true and correct copy of a Lease between St. Regis and Allied Paper Corporation dated July 1, 1966 which bears the production numbers IPC 002-0001589 to IPC 002-0001591.

30. Georgia-Pacific's Exhibit 13 (*see* Doc. No. 240-4) is a true and correct copy of a Notice of Determination by the Michigan Water Resource Commission dated January 24, 1951 which bears the production numbers IPC-002-0001483 to IPC-002-0001485.

31. Georgia-Pacific's Exhibit 14 (*see* Doc. No. 240-5) is a true and correct copy of a Final Order of Determination by the Michigan Water Resource Commission dated October 24, 1951 which bears the production numbers KZ-KRSG-00185968 to KZ-KRSG-00185969.

32. Georgia-Pacific's Exhibit 15 (*see* Doc. No. 240-5) is a true and correct copy of a Letter from Bryant Mill Manager U.G. Stoeffler dated September 13, 1968 which bears the production numbers KZ-KRSG-00201511 to KZ-KRSG-00201512.

33. Georgia-Pacific's Exhibit 16A (*see* Doc. No. 240-5) is a true and correct copy of Georgia-Pacific's Expert Report of Kenneth Jenkins, with Attachments 4 to 29 included.

34. Georgia-Pacific's Exhibit 16B (*see* Doc. No. 241-1) is a true and correct copy of Georgia-Pacific's Addendum to Expert Report of Kenneth Jenkins, with Attachments 2 & 3 included.

35. Georgia-Pacific's Exhibit 17 (*see* Doc. No. 241-1) is a true and correct copy of excerpts from a certified copy of the deposition of International Paper's expert Tyler Gass taken in this action on July 25, 2012.

36. Georgia-Pacific's Exhibit 17A (*see* Doc. No. 241-1) is a true and correct copy of an aerial photograph of Bryant Mill dated March 1966 which is a clearer version of the

photograph used as exhibit 4 to the deposition of International Paper's expert Tyler Gass taken in this action on July 25, 2012.

37. Georgia-Pacific's Exhibit 17B (*see* Doc. No. 241-1) is a true and correct copy of additional excerpts from a certified copy of the deposition of International Paper's expert Tyler Gass taken in this action on July 25, 2012.

38. Georgia-Pacific's Exhibit 17C (*see* Doc. No. 241-1) is a true and correct copy of an aerial photograph of Bryant Mill dated 1955 which was used as exhibit 3 to the deposition of International Paper's expert Tyler Gass taken in this action on July 25, 2012 and bears the production number IPC 003-0000656..

39. Georgia-Pacific's Exhibit 18 (*see* Doc. No. 241-1) is a true and correct copy of an Allied Paper Corporation letter to Michigan Water Resources Commission dated May 24, 1966 which bears the production numbers KZ-KRSG-00172956 to KZ-KRSG-00172957.

40. Georgia-Pacific's Exhibit 19 (*see* Doc. No. 241-1) is a true and correct copy of an Allied Paper Corporation interoffice communication dated December 31, 1958 which bears the production numbers KZ-KRSG-00111264 to KZ-KRSG-00111265.

41. Georgia-Pacific's Exhibit 20 (*see* Doc. No. 241-1) is a true and correct copy of an Allied Paper Corporation interoffice communication dated January 20, 1958 which bears the production numbers KZ-KRSG-00368498 to KZ-KRSG-00368499.

42. Georgia-Pacific's Exhibit 21 (*see* Doc. No. 241-1) is a true and correct copy of an Allied Paper Corporation letter to Michigan Water Resources Commission dated April 6, 1961 which bears the production number KZ-KRSG-00194933.

43. Georgia-Pacific's Exhibit 22 (*see* Doc. No. 241-1) is a true and correct copy of a Michigan Water Resources Commission memorandum by Ralph W. Purdy dated November 15, 1961 which bears the production number KZ-KRSG-00194999.

44. Georgia-Pacific's Exhibit 23 (*see* Doc. No. 241-1) is a true and correct copy of a Michigan Water Resources Commission letter to Allied Paper Corporation dated March 2, 1964 which bears the production numbers KZ-KRSG-00187863 to KZ-KRSG-00187864.

45. Georgia-Pacific's Exhibit 24 (*see* Doc. No. 241-1) is a true and correct copy of a study by the Michigan Water Resources Commission entitled "Polychlorinated Biphenyl Survey of the Kalamazoo River and Portage Creek in the Vicinity of the City of Kalamazoo 1972" dated January 1973 which bears the production numbers KZ-KRSG-00042564 to KZ-KRSG-00042580.

46. Georgia-Pacific's Exhibit 25 (*see* Doc. No. 241-1) is a true and correct copy of certain pages from a Michigan Department of Environmental Quality Stage I Assessment Report, Volume 1, dated March 15, 2005, which excerpts bear the production numbers KZ00118686 to KZ00118690, KZ00118700 to KZ00118715.

47. Georgia-Pacific's Exhibit 26 (*see* Doc. No. 241-1) is a true and correct copy of an EPA NPL Site Narrative for Allied Paper/Portage Ck/Kalamazoo River dated August 20, 1990 which bears the production numbers NCRKZOO0171009 to NCRKZOO0171010.

48. Georgia-Pacific's Exhibit 27 (*see* Doc. No. 241-1) is a true and correct copy of a Michigan Water Resources Commission interoffice communication dated October 9, 1975 which bears the production numbers KZ00182775 to KZ00182776.

49. Georgia-Pacific's Exhibit 28 (*see* Doc. No. 241-1) is a true and correct copy of a Michigan Department of Environmental Quality Project Update Bulletin entitled "Time Critical

Removal Was An Outstanding Success,” dated December 1999 which bears the production numbers NCRKZOO0040191 to NCRKZOO0040195.

50. Georgia-Pacific’s Exhibit 29 (*see* Doc. No. 298-1) is a true and correct copy of an Allied Paper Corporation Promissory Note dated July 1, 1965 which bears the production number IPC-001-0001226.

51. Georgia-Pacific’s Exhibit 30 (*see* Doc. No. 298-1) is a true and correct copy of a representative sample of communications between counsel for St. Regis and counsel for Thor Corporation regarding negotiations of the 1956 contract documents which bear the production numbers IPC 002-0000335 to IPC 002-0000336, IPC 002-0000509 to IPC 002-0000512 and IPC 002-0000495.

52. Georgia-Pacific’s Exhibit 31 (*see* Doc. No. 298-1) is a true and correct copy of a St. Regis General Bulletin No. 778 entitled “Kalamazoo Paper Mill Leased to Thor Corporation,” dated June 25, 1956 which bears the production number IPC-001-0002750.

53. Georgia-Pacific’s Exhibit 32 (*see* Doc. No. 298-1) is a true and correct copy of a Securities and Exchange Commission Form 9-K Semi-Annual Report for St. Regis dated August 26, 1956 which bears the production numbers IPC-002-0001690 to IPC-002-0001694.

54. Georgia-Pacific’s Exhibit 33 (*see* Doc. No. 298-1) is a true and correct copy of certain pages from a Securities and Exchange Commission Form S-1 Registration Statement for St. Regis dated August 26, 1956, which excerpts bear the production numbers IPC-001-0012658 to IPC-001-0012659 and IPC-001-0012671.

55. Georgia-Pacific’s Exhibit 34 (*see* Doc. No. 298-1) is a true and correct copy of various letters from 1964 and 1966 relating to participation in the St. Regis Retirement Plan

which bear the production numbers IPC-001-0002756, IPC-001-0002771 to IPC-001-0002772, IPC-001-0002765 to IPC-001-0002766 and IPC-001-0002757.

56. Georgia-Pacific's Exhibit 35 (*see* Doc. No. 298-2) is a true and correct copy of a letter regarding the St. Regis Profit Sharing Plan dated February 12, 1965 which bears the production numbers IPC-001-0003710 to IPC-001-0003712.

57. Georgia-Pacific's Exhibit 36 (*see* Doc. No. 298-2) is a true and correct copy of a St. Regis accounting document dated June 30, 1956 which bears the production number IPC-001-0008183.

58. Georgia-Pacific's Exhibit 37 (*see* Doc. No. 298-2) is a true and correct copy of St. Regis accounting records dated December 31, 1959 which bear the production numbers IPC-001-0007918, IPC-001-0007915, IPC-001-0007933 to IPC-001-0007934, IPC-001-0007925 to IPC-001-0007932.

59. Georgia-Pacific's Exhibit 38 (*see* Doc. No. 298-2) is a true and correct copy of excerpts from the 1956 Annual Report for Allied Paper Corporation which was used as exhibit 5 to the deposition of International Paper Expert Timothy Riddiough taken in this action on July 24, 2012.

60. Georgia-Pacific's Exhibit 39 (*see* Doc. No. 298-3) is a true and correct copy of a more legible version the 1960 Annual Report for Allied Paper Corporation which was used as Exhibit W to International Paper's Motion for Summary Judgment.

61. Georgia-Pacific's Exhibit 40 (*see* Doc. No. 298-3) is a true and correct copy of certain pages from Georgia-Pacific's Expert Report of Robert Dolan.

62. Georgia-Pacific's Exhibit 41 (*see* Doc. No. 298-3) is a true and correct copy of excerpts from a certified copy of the deposition transcript of fact witness Marilyn Wren taken in this action on April 11, 2011, with excerpts from deposition exhibits 3 & 4 attached.

63. Georgia-Pacific's Exhibit 42 (*see* Doc. No. 298-3) is a true and correct copy of graphs of Lake Allegan geocore sampling which was used as exhibit 3 to the deposition of Georgia-Pacific's expert Kenneth Jenkins taken in this action on July 13, 2012.

64. Georgia-Pacific's Exhibit 43 (*see* Doc. No. 298-4) is a true and correct copy of a summary of St. Regis monthly waste paper purchases for Bryant Mill, with supporting records dating 1953-1954, which bear production numbers IPC-001-0006676, IPC-001-0006736, IPC-001-0006768, IPC-001-0006833, IPC-001-0006865, IPC-001-0006900, IPC-001-0006932, IPC-001-0006964, IPC-001-0006995, IPC-001-0007026, IPC-001-0007059, IPC-001-0007069, IPC-001-0007080, IPC-001-0007092, IPC-001-0007103, IPC-001-0007113, IPC-001-0007124, IPC-001-0007135, IPC-001-0007146, IPC-001-0007157, IPC-001-0007168, IPC-001-0007179.

65. Georgia-Pacific's Exhibit 44 (*see* Doc. No. 298-5) is a true and correct copy of a letter from Bud Heinritz of Appleton Coated Paper Company to Wiggins-Teape dated May 19, 1965 which bears the production numbers KZ00023020 to KZ00023021.

66. Georgia-Pacific's Exhibit 45 (*see* Doc. No. 298-5) is a true and correct copy of an interview of Jack E. Wilber by Mark H. Neuffer dated July 18, 1977 which bears the production numbers IPC-001-0005611 to IPC-001-0005616.

67. Georgia-Pacific's Exhibit 46 (*see* Doc. No. 298-5) is a true and correct copy of a letter from Harold Duhl of St. Regis to Reliance Panelyte Inc. dated November 27, 1968 which bears the production numbers IPC-001-0003554.

68. Georgia-Pacific's Exhibit 47 (*see* Doc. No. 298-5) is a true and correct copy of excerpts from a certified copy of the deposition transcript of fact witness Richard Bennett taken in this action on January 12, 2012.

69. Georgia-Pacific's Exhibit 47A (*see* Doc. No. 307-1) is a true and correct copy of additional excerpts from a certified copy of the deposition transcript of fact witness Richard Bennett taken in this action on January 12, 2012.

70. Georgia-Pacific's Exhibit 48 (*see* Doc. No. 298-5) is a true and correct copy of a St. Regis accounting record relating to rental properties showing a total depreciation for 1959 which bears the production numbers IPC-001-0007916 to IPC-001-0007917.

71. Georgia-Pacific's Exhibit 49 (*see* Doc. No. 298-5) is a true and correct copy of certain pages from an Engineering Report on Waste Disposal at Allied Paper Company circa 1962, which excerpts bear the production numbers KZ-KRSG-00113478 to KZ-KRSG-00113486.

72. Georgia-Pacific's Exhibit 50 (*see* Doc. No. 298-5) is a true and correct copy of excerpts from a certified copy of the deposition transcript of Georgia-Pacific's expert Kenneth Jenkins taken in this action on July 13, 2012.

73. Georgia-Pacific's Exhibit 50A (*see* Doc. No. 307-1) is a true and correct copy of additional excerpts from a certified copy of the deposition transcript of Georgia-Pacific's expert Kenneth Jenkins taken in this action on July 13, 2012.

74. Georgia-Pacific's Exhibit 123 (*see* Doc. No. 307-1) is a true and correct copy of excerpts from a certified copy of the deposition transcript of Georgia-Pacific's expert James Farrand taken in this action on June 14, 2012.

75. Georgia-Pacific's Exhibit 124 (*see* Doc. No. 307-1) is a true and correct copy of the Affidavit of Georgia-Pacific's expert Kenneth Jenkins dated August 31, 2012.

76. Georgia-Pacific's Exhibit 125 (*see* Doc. No. 307-1) is a true and correct copy of the Affidavit of Georgia-Pacific's expert James Farrand dated August 31, 2012.

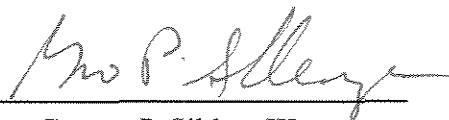
77. Georgia-Pacific's Exhibit 126 (*see* Doc. No. 307-1) is a true and correct copy of excerpts from a certified copy of the deposition transcript of International Paper's expert Mark Kraushaar taken in this action on July 25, 2012.

78. Georgia-Pacific's Exhibit 127 (*see* Doc. No. 307-1) is a true and correct copy of excerpts from a certified copy of the deposition transcript of International Paper's expert Timothy Riddiough taken in this action on July 24, 2012.

79. Georgia-Pacific's Exhibit 128 (*see* Doc. No. 317-1) is a true and correct copy of the Affidavit of Georgia-Pacific's expert Robert Dolan dated September 14, 2012.

I declare under penalty of perjury under the law of the United States of America that the foregoing is true and correct.

Dated: September 14, 2012
Richmond, Virginia


George P. Sibley, III

CERTIFICATE OF SERVICE

I hereby certify that on September 14, 2012, I electronically filed the foregoing using the ECF system, which will send notification of such filing by operation of the Court's electronic systems. Parties may access this filing via the Court's electronic system.

**GEORGIA-PACIFIC CONSUMER PRODUCTS,
LP., FORT JAMES CORPORATION, and
GEORGIA-PACIFIC LLC**

By: /s/ George P. Sibley, III